

EXHIBIT 35

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HSS LLC, Adv. Pro. No. 07-02489-rdd

HSS LLC (“HSS”) received notice of the of Filing of the Final Extension Motion, as well as the second and third extension motions, via its counsel Dennis M. Haley, Winegarden Haley Lindholm & Robertson, PLC. Mr. Haley is identified as having received the electronic Notice of Filing the Final Extension Motion, as well as the second and third Extension Motions. With each Notice of Electronic Filing was a hyper-link to the Extension Motion. *See Ex. 35(a), Notice of Electronic Filing, p. 10, dated February 28, 2008; See Ex. 35(b), Notice of Electronic Filing, p. 10, dated April 10, 2008; See Ex. 35(c), Notice of Electronic Filing, p. 15, October 2, 2009.*⁶ Mr. Haley received the Notice of Electronic Filing at his current email address, dhaley@winegarden-law.com. *See Ex. 35(a), 35(b) and Ex.35(c)*. Mr. Haley acknowledged in his Affidavit that he and the firm of Winegarden Haley Lindholm & Robertson, PLC “represented HSS in all matters involving the Delphi bankruptcy, and [he was] the primary attorney in the law firm handling these matters.” *Ex. 35(d), ¶4.*

HSS also filed the Affidavit of Phillip Shaltz, HSS’s managing member. *Ex. 35(e)*. In his affidavit, Mr. Shaltz states that “neither HSS, LLC nor its counsel, Winegarden Haley Lindholm & Robertson, PLC, is listed” on Exs. A or B of the October 7, 2009 Proof of Service of the Final Extension Motion. *Ex. 35(e), ¶ 11.* Mr. Shaltz also asserts that neither HSS nor its counsel had “notice of the filing of this Motion.” *Id.* HSS’s counsel, Dennis Haley, states that “[n]either [he] nor any other attorney at the law firm of Winegarden Haley Lindholm & Robertson, PLC received notice of any of the Debtors’ Motions to extend the deadline for service

⁶ On this Notice, and only this notice, Mr. Haley is identified as representing Genesee Packaging, Inc.

or process in the HSS preference case, or in any other preference action brought by the Debtor.”
Ex. 35(d), ¶ 4.

Through the information conveyed in the above filings, HSS cannot credibly deny knowledge that avoidance claims were filed and placed under seal and the summonses had been extended. HSS was the 8th largest unsecured creditor in the Delphi bankruptcy. On March 5, 2009, HSS’s chief executive officer, Dave Gawthrop, provided comment on Delphi’s bankruptcy, stating that at the time, HSS had \$150 million of materials and equipment under management for GM and Delphi. *See Automotive News, October 8, 2005, Ex. 9.*

Moreover, HSS had every reason to anticipate that it was the target of one of the avoidance claims. As set forth in the complaint, HSS was a significant supplier who shortly before the chapter 11 petition was filed demanded modified payment terms and received over \$2.3 million in non-ordinary course payments. The transfers were wired to HSS in 3 payments, dated October 6, 2005 and October 7, 2005. *Ex. 35(f), HSS October 2005 Transfer Payments.* This was only 2 days before the Delphi chapter 11 petition was filed and undoubtedly HSS understood the preference implications.

In addition to the notice identified above, the company received other confirmation that avoidance claims had been filed under seal and the time to serve the complaints and summonses had been extended through the First Amended Plan Disclosure Statement, filed in December 2007, which was served on HSS. *See Affidavit of Service (Docket No. 11974).*⁷ On December 13, 2007, the Debtors also filed a copy of the Disclosure Statement publicly with their Form 8-K (Docket No. 11388). The Disclosure Statement outlined in detail that Preference Claims were to be filed under seal, with service deferred until after the limitations period. As this Court

⁷ *Ex. 7, Service List: Executory Contract and Unexpired Leases, p. 108.*

discussed during the July 22, 2010 hearing, the Disclosure Statement, combined with the defendants' knowledge that they had in fact received preferential transfers, put the defendants on notice of the preference claim procedures at issue and on inquiry notice as to the need to monitor preference claim developments. *Ex. 8, July 22, 2010 Transcript, pp. 150-153.*

Further the likelihood that a multimillion dollar avoidance claim might be brought could not have escaped HSS's attention because HSS was listed as one of the Debtors' 50 largest unsecured creditors, along with Robert Bosch Corporation, PBR Automotive USA Pacific, Victory Packaging, Philips Semiconductors, Applied Bio Systems, Methode and Timken. Sophisticated creditors like HSS typically are well aware of prospects and risks of preference litigation and it seems unlikely that creditors like HSS could be surprised or caught off guard when such preference complaints are finally filed. *See also In re TWA Inc. Post Confirmation Estate*, 305 B.R. 221, 227 (D. Del. 2004) ("[I]n large chapter 11 cases sophisticated creditors typically are well aware of prospects and risks of preference litigation. ... Thus, it seems unlikely that creditors could be surprised or caught off guard when such preference complaints are finally filed.").

EXHIBIT A

REDACTED

From: nysbinfo@nysb.uscourts.gov
Date: February 28, 2008 10:11:05 PM EST

To: courtmail@nysb.uscourts.gov

Subject: 05-44481-rdd Motion to Extend Time

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U.S. Bankruptcy Court

Southern District of New York

Notice of Electronic Filing

The following transaction was received from Butler, John Wm. entered on 2/28/2008 at 10:09 PM and filed on 2/28/2008

Case Name: Delphi Corporation

Case Number: 05-44481-rdd

Document Number: 12922

Docket Text:

Motion to Extend Time *Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(B)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order* filed by John Wm. Butler Jr. on behalf of Delphi Corporation. with hearing to be held on 3/19/2008 at 10:00 AM at Courtroom 610 (RDD) Responses due by 3/12/2008, (Attachments: # (1) Proposed Order# (2) Notice) (Butler, John)

The following document(s) are associated with this transaction:

Document description: Main Document

Original filename: C:\temp\CONVERT\Motion.pdf

Electronic document Stamp:

[STAMP NYSBStamp_ID=842906028 [Date=2/28/2008] [FileNumber=6519604-0]
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Document description: Proposed Order

Original filename: C:\temp\CONVERT\Order.pdf

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Document description: Notice

Original filename: C:\temp\CONVERT\Notice.pdf

Electronic document Stamp:

[STAMP NYSBStamp_ID=842906028 [Date=2/28/2008] [FileNumber=6519604-2]
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TestEquity, Inc.

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Texas Comptroller Of Public Accounts

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Texas Comptroller of Public Accounts

Texas Comptroller of Public Accounts on behalf of the State of Texas, Texas Municipalities, Texas Counties,
Special Purpose Districts and/or Texas Metropolitan or Regional Transportation Authorities

Textron Financial Corporation

The American Team, Inc.

The Bank of Tokyo-Mitsubishi UFJ, Ltd.

The Commonwealth of Massachusetts

The Growing Concern

The Mapes Piano String Company

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EXHIBIT B

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From: nysbinfo@nysb.uscourts.gov
Date: April 10, 2008 10:14:09 PM EDT
To: courtmail@nysb.uscourts.gov
Subject: 05-44481-rdd Motion to Extend Time

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U.S. Bankruptcy Court

Southern District of New York

Notice of Electronic Filing

The following transaction was received from Butler, John Wm. entered on 4/10/2008 at 10:12 PM and filed on 4/10/2008

Case Name: Delphi Corporation

Case Number: 05-44481-rdd

Document Number: 13361

Docket Text:

Motion to Extend Time *Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order ("Postconfirmation Extension Of Avoidance Action Service Deadline Motion")* filed by John Wm. Butler Jr. on behalf of Delphi Corporation. with hearing to be held on 4/30/2008 at 10:00 AM at Courtroom 610 (RDD) Responses due by 4/23/2008, (Attachments: # (1) Proposed Order# (2) Notice) (Butler, John)

The following document(s) are associated with this transaction:

Document description: Main Document

Original filename: C:\Filings\4(m) Motion.pdf

Electronic document Stamp:

[STAMP NYSBStamp_ID=842906028 [Date=4/10/2008] [FileNumber=6623938-0]
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Original filename: C:\Filings\4(m) Order.pdf

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[STAMP NYSBStamp_ID=842906028 [Date=4/10/2008] [FileNumber=6623938-2]
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c6bf62e54d4bfecb23243b8127b273589edbb2683e6c1e36fa6fe44905f]]

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From: nysbinfo@nysb.uscourts.gov
Date: October 2, 2009 5:41:37 PM EDT
To: courtmail@nysb.uscourts.gov
Subject: 05-44481-rdd Motion to Extend Time

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U.S. Bankruptcy Court

Southern District of New York

Notice of Electronic Filing

The following transaction was received from John Wm. Butler entered on 10/2/2009 at 5:41 PM and filed on 10/2/2009

Case Name: Delphi Corporation
Case Number: 05-44481-rdd
Document Number: 18952

Docket Text:

Supplemental Motion to Extend Time *Supplemental Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order* filed by John Wm. Butler Jr. on behalf of Delphi Corporation. with hearing to be held on 10/22/2009 at 10:00 AM at Courtroom 610 (RDD) Responses due by 10/15/2009, (Attachments: # (1) Proposed Order) (Butler, John)

The following document(s) are associated with this transaction:

Document description: Main Document

Original filename: G:\temp\convert\4(m) Motion.pdf

Electronic document Stamp:

[STAMP NYSBStamp_ID=842906028 [Date=10/2/2009] [FileNumber=8103654-0]
[35bc9187f12f4c48ee34110926590d10b13f0792e77ba6e7935b7d22e9e1b0112e6eb
c8e3f78bb2f6b41453f8fa3e762a0e4e8db4146c303265892e3322d2b51]]

Document description: Proposed Order

Original filename: G:\temp\convert\4(m) Proposed Order.pdf

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2dc7135ef5ec977840aa317147c866cbd2666a601e6b23c2d39d7b0fc3d]]

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Attorneys for HSS and HSS, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DPH HOLDINGS CORP, *et al.*,

Reorganized Debtors.

Chapter 11
Case No. 05-44481-rdd

DELPHI AUTOMOTIVE SYSTEMS, LLC,

Plaintiff,

v.

HSS LLC d/b/a HSS,

Defendant.

Adv. Pro. No. 07-02475-rdd

**AFFIDAVIT OF DENNIS M. HALEY REGARDING DEFENDANT'S NOTICE
OF FOURTH EXTENSION OF TIME FOR SERVICE OF COMPLAINT**

I, Dennis M. Haley, being first duly sworn, deposes and says:

1. I am competent to testify with respect to the matters set forth herein, which are based on my personal knowledge, public records, and the books and records of the law firm of Winegarden Haley Lindholm & Robertson, PLC.

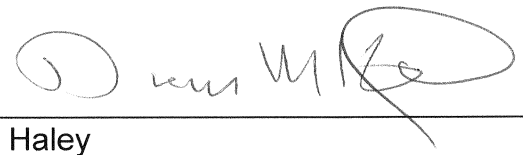
2. I am an attorney at law, licensed to practice in all state and federal courts in the State of Michigan, and was admitted to this Court pro hoc vice as counsel for HSS in this adversary proceeding.

3. I am the senior partner in the law firm of Winegarden Haley Lindholm & Robertson, PLC, which has represented HSS in all matters involving the Delphi bankruptcy, and the primary attorney in the law firm handling these matters.

4. Neither I nor any other attorney at the law firm of Winegarden Haley Lindholm & Robertson, PLC received notice of any of the Debtor's Motions to extend the deadline for service or process in the HSS preference case, or in any other preference action brought by the Debtor.

5. The first time I became aware that there was an Order extending the time for service of process was after HSS provided a copy of the complaint after it was served, and an investigation was made of the docket to determine why it was served years after it was filed.

FURTHER, Deponent saith not.


Dennis M. Haley

Subscribed and sworn to before me, a Notary Public, on this 8th day of July, 2011,
by Dennis M. Haley.


Lora M. Ziembo

Notary Public - Lora M. Ziembo

Genesee County, Michigan

My Commission Expires: 07-04-2012

Acting in Genesee County, Michigan

PREPARED BY: Dennis M. Haley (P14538), Winegarden Haley Lindholm & Robertson, PLC, G-9460 S.
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F:\APPS\DMH\HSS\Delphi\Pleadings\Affidavit 7-7-11 (Dennis Haley).wpd

EXHIBIT E

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Attorneys for HSS and HSS, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DPH HOLDINGS CORP, *et al.*,

Reorganized Debtors.

Chapter 11
Case No. 05-44481-rdd

DELPHI AUTOMOTIVE SYSTEMS, LLC,

Plaintiff,

v.

HSS LLC d/b/a HSS,

Defendant.

Adv. Pro. No. 07-02475-rdd

**AFFIDAVIT OF PHILLIP SHALTZ REGARDING DEFENDANT'S NOTICE
OF FOURTH EXTENSION OF TIME FOR SERVICE OF COMPLAINT**

I, Phillip Shaltz, being first duly sworn, deposes and says:

1. I am competent to testify with respect to the matters set forth herein, which are based on my personal knowledge, public records, and the books and records of HSS, LLC.

2. I was the managing member of HSS, LLC in October 2005 when Delphi Automotive Systems filed its petition for relief under Chapter 11 of the United States Bankruptcy Code, and have continued to hold that position since that date.

3. That HSS has been represented by the law firm of Winegarden Haley Lindholm & Robertson, PLC, in all matters relating to the Delphi bankruptcy.

4. That HSS has been sued in adversary proceeding 07-02475-RDD by Delphi Automotive Systems for recovery of \$19,362,279.01, in alleged preferential transfers.

5. HSS had no notice when this complaint was initially filed that they had been sued.

6. That the time for service of the complaint in this adversary proceeding was extended by this Court by Orders dated August 16, 2007; March 28, 2008; April 20, 2008.

7. HSS was unaware of the entry of those Orders.

8. On October 2, 2008, the Debtor filed a further Motion to extend the deadline to serve process for avoidance actions, which resulted in an Order extending the time for service of the Summons an additional 180 days after substantial confirmation of the modified Plan of Reorganization.

9. A Proof of Service dated October 7, 2009, was filed in connection with that Motion.

10. The Proof of Service states that the Motion was served on the parties on Exhibit A thereto by overnight mail, on the parties listed on Exhibit B via electronic notification, the parties listed on Exhibit C via postage, prepaid U.S. Mail, and was served on the parties listed on Exhibit D via overnight mail.

11. That neither HSS, LLC nor its counsel, Winegarden Haley Lindholm & Robertson, PLC, is listed in any of those exhibits, and had no notice of the filing of this Motion.


12. An Order was entered granting this Motion on October 22, 2009, Docket No. 18999.

13. That Order required the Debtor to file a copy of the Order in each adversary proceeding, and attached thereto as Exhibit A was a list of adversary proceedings, which include No. 07-02475.

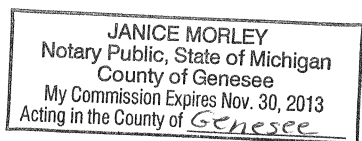
14. A copy of that Order, however, was not filed in the adversary proceeding.

15. HSS did not have any notice of the Motion to extend or entry of that Order until after it was served with the Summons and Complaint in this matter, and its counsel examined the docket and pleadings in this bankruptcy proceeding which for the first time brought the existence of the Motion to extend and Order granting the same to HSS's attention.

FURTHER, Deponent saith not.


Phillip Shaltz

Subscribed and sworn to before me, a Notary Public, on this 8th day of July, 2011,
by Phillip Shaltz.



Janice Morley
Notary Public -
Genesee County, Michigan
My Commission Expires: 11-30-2013
Acting in Genesee County, Michigan

PREPARED BY: Dennis M. Haley (P14538), Winegarden Haley Lindholm & Robertson, PLC, G-9460 S.
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F:\APPS\DMH\HSS\Delphi\Pleadings\Affidavit 7-8-11 (Phillip Shaltz).wpd

EXHIBIT F

Delphi
Pre Petition Wire Analysis Review Form

339

Vendor Name:	HSS LLC	
Remit Duns:	RD 057598729	
Date of Wire:	10/06/2005	(Actual wire date not date requested)
Amount of Wire	\$ 589,513.12	(Indicate currency if other than USD)
Source:	Wire Room	(e.g. Treasury, ACS or Wire Room)

What was intent of wire made above? (Place X in the most appropriate box below)

To Pay for Shipments Prior to Wire: ☐

To Pay for Shipments Subsequent to Wire: ☐

To Pay for Shipments both Prior & Subsequent: ☐

Unknown Intent: ☒

Essential Supplier

Please **attach** documentation in support of the above assessment of intent. Documentation may include but is not limited to the following types of documentation:

- Email correspondence indicating intent for wire
- Detail lists of invoices/shipments that are being remitted
- Letters/notes/memos indicating intent for wire
- Meeting/Phone conversation minutes that indicate intent
- E-Dacor listings indicating amount due at date of wire that match wire amounts
- Terms deviation requests that indicate wire amount and intent for wire

Delphi
Pre Petition Wire Analysis Review Form

2

Index #: 3374340

Vendor Name:	HSS LLC	
Remit Duns:	WT057598729	
Date of Wire:	10/6/2005	(Actual wire date not date requested)
Amount of Wire	\$ 16,599.65+ \$1,720,908.59	(Indicate currency if other than USD)
Source:	ACS	(e.g. Treasury, ACS or Wire Room)

What was intent of wire made above? (Place X in the most appropriate box below)

To Pay for Shipments Prior to Wire: ☐

To Pay for Shipments Subsequent to Wire: ☐

To Pay for Shipments both Prior & Subsequent: ☐

Unknown Intent: ☒

Please **attach** documentation in support of the above assessment of intent. Documentation may include but is not limited to the following types of documentation:

- Email correspondence indicating intent for wire
- Detail lists of invoices/shipments that are being remitted
- Letters/notes/memos indicating intent for wire
- Meeting/Phone conversation minutes that indicate intent
- E-Dacor listings indicating amount due at date of wire that match wire amounts
- Terms deviation requests that indicate wire amount and intent for wire

(*Please see the attached document page 2,3)